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^{TS}
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment Agreement, dated as of October 31, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document was incorrectly filed under Recordation Number 20392. It relates to the Lease of Railroad Equipment, as amended, which was previously filed with the Board under Recordation Number 17807.

The names and addresses of the parties to the enclosed document are:

Assignor: The CIT Group/Equipment
Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

Assignee: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is:

223 open top hopper cars within the series HLMX 9101 - HLMX 9423

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Mr. Vernon A. Williams
February 5, 2001
Page Two

A short summary of the document to appear in the index follows:

Assignment Agreement from The CIT Group/Equipment Financing, Inc., Assignor, to Helm Financial Corporation, Assignee, covering 223 open top hopper cars within the series HLMX 9101 - HLMX 9423.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS ASSIGNMENT AGREEMENT ("Assignment") is made as of October 31, 1996 by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("Lessor"), for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

WHEREAS, Lessor has executed a Bill of Sale, dated October 31, 1996, providing for the sale to Helm of two hundred twenty-three (223) open top coal hopper railcars (the "Unit(s)"); and

WHEREAS, Lessor and Inland Steel Flat Products Company, as assignee of Incoal Company ("Lessee") are parties to the Lease Of Railroad Equipment dated as of April 22, 1992 as amended pursuant to Amendment No. 1 dated September 9, 1992, Amendment No. 2 dated as of April 22, 1992 and an unexecuted Amendment No. 3 (without representation as to the enforceability of Amendment No. 3) ("Lease"), pursuant to which the Units were leased by Lessor to Lessee.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

Lessor hereby assigns, transfers and sets over to Helm all its right, title and interest in and to the Lease and all of the rights, powers, privileges, obligations and remedies of Lessor thereunder, and Helm agrees to assume and fully perform all obligations of Lessor occurring under the Lease after the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the date first above written.

HELM FINANCIAL CORPORATION

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Print Name: RICHARD C. KIRCHNERTitle: PRESIDENTBy: Print Name: Katherine T. SchafferTitle: Vice President

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On November 4, 1996, before me, Lisa Tari, personally
appeared Katherine Schuttler, Vice President of THE CIT GROUP/EQUIPMENT
FINANCING, INC.,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Lisa Tari

SIGNATURE OF THE NOTARY

LISA TARI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 41-4992286
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES FEBRUARY 24, 1998

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 20, 1996, before me, Chris Dilley
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

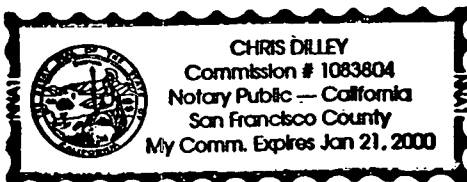
X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

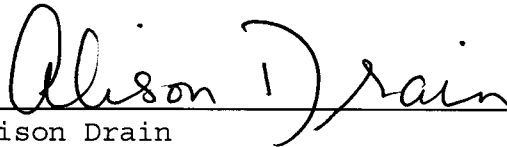
Chris Dilley

SIGNATURE OF THE NOTARY



CERTIFICATION OF TRUE COPY

On February 1, 2001, I, Alison Drain, have examined the original copy of the Assignment Agreement dated as of October 31, 1996 between **The CIT Group/Equipment Financing, Inc.** and **Helm Financial Corporation**, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.



Alison Drain
Document Administrator

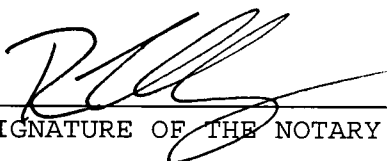
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 1, 2001, before me, Randy Chung, personally appeared Alison Drain, Document Administrator of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

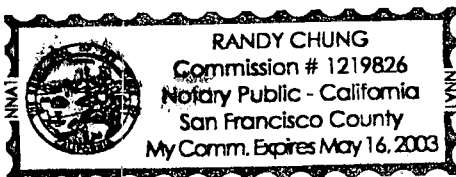
— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



SIGNATURE OF THE NOTARY

[Notarial Seal]



SCHEDULE A

to

Memorandum of Lease of Railroad Equipment

Dated as of April 22, 1992

Equipment Description

Two hundred and nine (209) 4,000 cubic foot, 100-ton capacity, three-pocket, roller bearing, rotary coupled, open top coal hopper railcars. Built by Bethlehem Car in 1974.

Equipment Numbers

HLMX 9102	HLMX 9156	HLMX 9197	HLMX 9241
HLMX 9103	HLMX 9157	HLMX 9198	HLMX 9242
HLMX 9105	HLMX 9158	HLMX 9199	HLMX 9243
HLMX 9109	HLMX 9159	HLMX 9200	HLMX 9244
HLMX 9110	HLMX 9160	HLMX 9201	HLMX 9245
HLMX 9111	HLMX 9161	HLMX 9202	HLMX 9246
HLMX 9112	HLMX 9162	HLMX 9203	HLMX 9247
HLMX 9117	HLMX 9163	HLMX 9204	HLMX 9248
HLMX 9118	HLMX 9164	HLMX 9206	HLMX 9250
HLMX 9119	HLMX 9165	HLMX 9208	HLMX 9251
HLMX 9121	HLMX 9166	HLMX 9209	HLMX 9252
HLMX 9122	HLMX 9168	HLMX 9210	HLMX 9253
HLMX 9124	HLMX 9170	HLMX 9211	HLMX 9255
HLMX 9126	HLMX 9171	HLMX 9212	HLMX 9257
HLMX 9127	HLMX 9172	HLMX 9215	HLMX 9258
HLMX 9129	HLMX 9173	HLMX 9216	HLMX 9259
HLMX 9132	HLMX 9174	HLMX 9217	HLMX 9260
HLMX 9133	HLMX 9175	HLMX 9218	HLMX 9261
HLMX 9135	HLMX 9176	HLMX 9221	HLMX 9262
HLMX 9138	HLMX 9177	HLMX 9223	HLMX 9263
HLMX 9140	HLMX 9179	HLMX 9224	HLMX 9264
HLMX 9141	HLMX 9180	HLMX 9225	HLMX 9265
HLMX 9143	HLMX 9183	HLMX 9228	HLMX 9267
HLMX 9144	HLMX 9186	HLMX 9230	HLMX 9269
HLMX 9146	HLMX 9187	HLMX 9231	HLMX 9270
HLMX 9147	HLMX 9189	HLMX 9233	HLMX 9276
HLMX 9149	HLMX 9190	HLMX 9234	HLMX 9278
HLMX 9150	HLMX 9191	HLMX 9235	HLMX 9279
HLMX 9151	HLMX 9194	HLMX 9236	
HLMX 9153	HLMX 9195	HLMX 9237	
HLMX 9155	HLMX 9196	HLMX 9238	

Equipment Numbers con't

HLMX 9282	HLMX 9326	HLMX 9365	HLMX 9404
HLMX 9283	HLMX 9327	HLMX 9368	HLMX 9405
HLMX 9287	HLMX 9328	HLMX 9369	HLMX 9406
HLMX 9288	HLMX 9331	HLMX 9370	HLMX 9408
HLMX 9289	HLMX 9333	HLMX 9371	HLMX 9409
HLMX 9290	HLMX 9335	HLMX 9372	HLMX 9410
HLMX 9291	HLMX 9336	HLMX 9374	HLMX 9413
HLMX 9292	HLMX 9337	HLMX 9376	HLMX 9414
HLMX 9294	HLMX 9339	HLMX 9378	HLMX 9418
HLMX 9296	HLMX 9340	HLMX 9379	HLMX 9420
HLMX 9297	HLMX 9342	HLMX 9380	HLMX 9421
HLMX 9298	HLMX 9343	HLMX 9384	HLMX 9422
HLMX 9300	HLMX 9344	HLMX 9386	HLMX 9423
HLMX 9301	HLMX 9346	HLMX 9388	
HLMX 9302	HLMX 9347	HLMX 9390	
HLMX 9305	HLMX 9351	HLMX 9391	
HLMX 9306	HLMX 9352	HLMX 9392	
HLMX 9307	HLMX 9355	HLMX 9393	
HLMX 9309	HLMX 9356	HLMX 9394	
HLMX 9311	HLMX 9358	HLMX 9395	
HLMX 9312	HLMX 9359	HLMX 9396	
HLMX 9313	HLMX 9360	HLMX 9397	
HLMX 9314	HLMX 9361	HLMX 9398	
HLMX 9316	HLMX 9362	HLMX 9399	
HLMX 9325	HLMX 9363	HLMX 9400	

ANNEX A.1. - continued

to the Lease of Railroad Equipment
between The CIT Group/Equipment Financing, Inc. and Inland
Steel Flat Products Company

Dated as of April 22, 1992, as amended

Additional Unit Description:

Fourteen (14), 4,000 cubic foot, 100-ton capacity, three pocket,
roller bearing, open top coal hopper railcars manufactured by
Bethlehem Freight Car in 1974.

Unit Number:

HLMX 9101
HLMX 9113
HLMX 9125
HLMX 9134
HLMX 9136
HLMX 9139
HLMX 9207
HLMX 9254
HLMX 9275
HLMX 9277
HLMX 9319
HLMX 9322
HLMX 9350
HLMX 9415